

## **EXHIBIT 2**



# Memorandum

**To:** Kathleen Cully  
**From:** Pamela Brown  
**Date:** March 2, 2006  
**Re:** Long Term Incentives

The following summarizes your long-term incentive awards. Please feel free to contact me if you have any questions.

## 2004 Employee Performance Year granted in 2005:

Total LTI: \$100,000

Long-term Incentive Plan	Notional Value	Shares/ Units	Strike Price (Option)/ Price (Restricted Stock)/Value (PUPS)	Date when Fully Vested	Vesting Schedule
Stock Options	\$35,566	7,474	€10.47	12/31/2009	*
Restricted Stock	\$53,007	3,713	€10.47	12/31/2007	*
Performance Units	\$11,427	11,427	1 Unit = \$1	3/16/2008	*
Tax Units	N/A	N/A	N/A	N/A	*
Total	\$100,000				

## 2002 Employee Performance Year granted in 2004:

Total LTI: \$450,000

Plan	Notional Value*	Shares	New Strike Price <sup>(2)</sup>	Vested as of Jan 31, 2006 <sup>(1)</sup>	Date when Fully Vested
Initial Stock Options	\$450,000	143,413	€9.25	50%	1/31/2009
Additional Stock Options <sup>(2)</sup>		610	€9.25	50%	1/31/2009

\*Notional Value is as of date of grant (current value will be reported at a later date)

(1) Refer to agreement for vesting schedule

(2) Additional shares have been granted and the strike price has been re-set to satisfy the anti-dilution protections in the Plan triggered as a result of a dilution event.

\* See next page

### Notes:

- Fractional shares, if any, have been rounded to the nearest whole share.
- The 2004 Employee Performance Year granted in 2005 used an exchange rate of 0.73314 USD one euro for euro denominated awards.
- N/A: not applicable

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For the Stock Options granted in 2005, the vesting schedule is listed below.

Dec 30, 2005: 18.75%  
Dec 30, 2006: 25% (cumulative 43.75%)  
Dec 30, 2007: 25% (cumulative 68.75%)  
Dec 30, 2008: 25% (cumulative 93.75%)  
Dec 30, 2009: 6.25% (cumulative 100%) (i.e. remainder)

Normally the vesting schedule would have looked like

Dec 30 2006: 25%  
Dec 30 2007: 25% (cumulative 50%)  
Dec 30 2008: 25% (cumulative 75%)  
Dec 30 2009 25% (cumulative 100%)

The vesting schedule above was changed in order to have a better result.

The vesting schedule for the RS is two year cliff vesting – granted 12/2005, fully vested 12/2007. There is also a two year holding period following the vesting period.

The vesting schedule for the PUP (granted in 2005):

- March 16, 2006 1/3
- March 16, 2007 1/3 (cumulative 2/3)
- March 16, 2008 1/3 (cumulative 100%)